

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

CORNWALL MANAGEMENT LTD and OLEG
SOLOVIEV a/k/a OLEG VALENTINOVICH
SOLOVIEV,

12 CIV 08551 (LLS)

**DECLARATION OF OLEG SOLOVIEV IN SUPPORT
OF THE RESPONSE IN OPPOSITION TO
DEFENDANTS', PETER KAMBOLIN AND ATLANT
CAPITAL HOLDINGS, LLC'S MOTION TO DISMISS
THE AMENDED COMPLAINT**

Plaintiffs,

v.

THOR UNITED CORP. a/k/a THOR UNITED
CORPORATION, JON DOE THOR ENTITIES,
ATLANT CAPITAL HOLDINGS, LLC, OLEG
BATRACHENKO a/k/a OLEG BATRATCHENKO,
a/k/a O.V. BATRACHENKOV, PETER KAMBOLIN,
NORTH 3RD DEVELOPMENT, LLC, and ABRAHAM
BENNUN,

Defendants.

I, OLEG SOLOVIEV a/k/a OLEG VALENTINOVICH SOLOVIEV, affirm under
penalty of perjury that:

1. My name is Oleg Soloviev. I am over the age of 18 and am otherwise *sui juris*. I
am one of the plaintiffs in the instant lawsuit.

2. I make this affirmation based on my personal knowledge and based upon my
review of certain business records kept in the ordinary course. The business records were made
at or near the time of the recorded act or event; were made by or from information transmitted by
a person with knowledge; were kept in the ordinary course of a regularly conducted business
activity and it is the regular practice to make, keep, and rely upon such records.

3. I respectfully submit this Declaration in Support of the Response in Opposition to
Defendants', Peter Kambolin ("Kambolin") and Atlant Capital Holdings, LLC ("Atlant")'s
Motion to Dismiss the Amended Complaint.

4. I have known the Defendant, Oleg Batrachenko a/k/a Oleg Batratchenko a/k/a
O.V. Batrachenkov ("Batratchenko") since 2007. At all material times, Batratchenko
represented to me that he was a permanent resident of New York, New York in the United
States; that he lived in New York with his wife, Tatiana Smirnoff, and daughter Jane

Batratchenko; and that his wife, Tatiana Smirnoff sat on the board of directors of Thor United Corp. ("Thor USA").

5. Attached as Exh. A is a true and correct copy of Atlant's General Ledger for January 1, 2006, through December 31, 2011, reflecting payments made to Kambolin and Batratchenko's wife Tatiana Smirnoff.

6. Throughout the years, I have received emails from Batratchenko through the following email addresses: info@thorunited.com, thor@thorunited.com, ob@thorunited.com, and info@trem.us. These are emails registered in the United States and not in Russia because Russian email addresses end with the suffix, ".ru" to signify a Russian domain.

7. Attached as Exh. B is a true and correct copy of an excerpt from the book titled, "Deskbook of an International Investor" published by Batratchenko and Kambolin in 2005 about Thor USA. When Batratchenko and Kambolin approached me about loaning monies to build the Williamsburg Terrace Project, they promoted themselves as authorities using this book.

8. I have a record of at least twenty (20) individuals including creditors and/or investors who visited the Williamsburg Terrace Property in New York during the years from 2006 through 2009, and at which time Batratchenko and Kambolin escorted them around the Williamsburg Terrace Property in Williamsburg, New York.

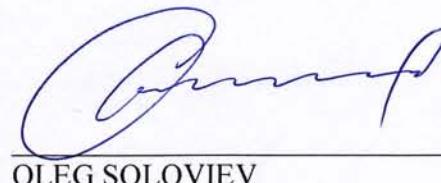
9. Attached as Exh. C is a true and correct copy of correspondence sent by Batratchenko from the Fifth Avenue Address to me on September 11, 2007.

10. Attached as Exh. D is a true and correct copy of a document transmitted from defendants from the Fifth Avenue Address to plaintiffs on September 11, 2007, which reflects Batratchenko as president of Thor United Corp. and Kambolin as the director of the Thor Opti-Max Program, and exhibiting the corporate seal of Thor United Corp.

11. Attached as Exh. E is a true and correct copy of a subordination agreement forwarded to me, which evidences the signature of Batratchenko as the principal of the creditor and Kambolin as the principal of the borrower for the sum of \$37Million, and executed on May 27, 2009.

Under penalties of perjury, pursuant to 28 U.S.C. §1746, I declare that I have read the foregoing Declaration of Oleg Soloviev in Support of the Response in Opposition to Defendants', Peter Kambolin and Atlant Capital Holdings, LLC's Motion to Dismiss the Amended Complaint, and that the facts stated herein are true.

DATED: MOSCOW, RUSSIA
June 4, 2013.



OLEG SOLOVIEV

DATED: New York, New York
June 4, 2013.

Respectfully submitted,
THOMPSON PLLC
Attorneys for Plaintiff
214 Brazilian Ave., Suite 200
Palm Beach, FL 33480
Telephone: 305.494.3400
Facsimile: 305.503.8868
eService@tafirm.com
By: /s Cherish A. Thompson, Esq.
Cherish A. Thompson, Esq. (CT-7007)

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was filed via electronic filing using the CM/ECF system with the Clerk of the Court which sent e-mail notification of such filing to all CM/ECF participants in this case and via regular US mail to all participants who are not on the list to receive e-mail notice/service for this case on this 4th day of June 2013. I FURTHER CERTIFY that a true and correct copy of the foregoing was served via U.S. Regular Mail on this 4th day of June 2013, to Defendant, **Thor United Corp.**, c/o 1370 Broadway, 5th Floor, Unit 530, NY, NY 10018, and **Oleg Batratchenko**, 575 Ridgeland Terrace, Englewood, New Jersey 07631.

/s Cherish A. Thompson, Esq.
Cherish A. Thompson, Esq.